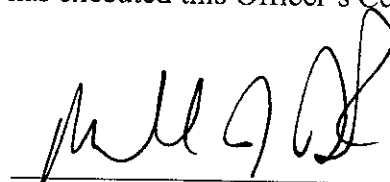


OFFICER'S CERTIFICATE

The undersigned, Michael Dodak, Chief Executive Officer of Global Axxess Corp, a Nevada corporation (the "Company"), in connection with the authorization and issuance of 9% Senior Subordinated Secured Convertible Note in the aggregate principal amount of \$3,500,000 and Warrants to purchase an aggregate of 910,000 shares of the Company's Common Stock, in accordance with the Securities Purchase Agreement dated October 27, 2005 by and among the Company and each of the purchasers set forth on the signature pages thereto (the "Purchase Agreement"), hereby certifies that:

1. He is the duly appointed Chief Executive Officer of the Company.
2. The representations and warranties made by the Company in the Purchase Agreement are true and correct in all material respects as of the date of this Officer's Certificate. The capitalization of the Company described in the Purchase Agreement has not changed as of the date hereof.
3. As of the date hereof, the Company has satisfied and duly performed all of the conditions and obligations specified in the Purchase Agreement to be satisfied on or prior to the Closing Date (as defined in the Purchase Agreement) or such conditions and obligations have been waived.
4. The Company has complied with or, if compliance prior to Closing (as defined in the Purchase Agreement) is not required, promptly following the Closing the Company will comply with, the filing requirements in respect of this transaction under (a) Regulation D under the Securities Act of 1933, as amended (the "1933 Act") (and applicable Blue Sky regulations) and (b) the Securities Exchange Act of 1934, as amended.
5. There has been no adverse change in the business, affairs, prospects, operations, properties, assets or condition of the Company since December 31, 2004, the date of the Company's most recent audited financial statements delivered to the Subscriber (as defined in the Purchase Agreement), other than matters which would not, individually or in the aggregate, have a Material Adverse Effect (as defined in the Purchase Agreement).
6. The Company is qualified as a foreign corporation in all jurisdictions in which the Company owns or leases properties, or conducts any business except where failure of the Company to be so qualified would not have a Material Adverse Effect (as defined in the Purchase Agreement).

IN WITNESS WHEREOF, the undersigned has executed this Officer's Certificate as of the 27 day of October, 2005.



Michael Dodak
Chief Executive Officer